

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

LOUIS SCARANTINO, On Behalf of
Himself and All Others Similarly Situated,

Plaintiff,

v.

CDI CORP., JOSEPH L. CARLINI,
MICHAEL J. EMMI, WALTER R.
GARRISON, LAWRENCE C. KARLSON,
RONALD J. KOZICH, ANNA M. SEAL,
ALBERT E. SMITH, BARTON J.
WINOKUR, NOVA INTERMEDIATE
PARENT, LLC, and NOVA MERGER
SUB, INC.,

Defendants.

Case No. 2:17-cv-03700-MAK

ROBERT J. JURMU, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

CDI CORP., WALTER R. GARRISON,
LAWRENCE C. KARLSON, ALBERT E.
SMITH, MICHAEL J. EMMI, RONALD J.
KOZICH, BARTON J. WINOKUR, ANNA
M. SEAL, and JOSEPH L. CARLINI,

Defendants.

Case No.: 2:17-cv-03787-MAK

PETER CARTER, on behalf of himself and
all others similarly situated,

Plaintiff,

v.

CDI CORP., JOSEPH L. CARLINI,
MICHAEL J. EMMI, WALTER R.
GARRISON, LAWRENCE C. KARLSON,
RONALD J. KOZICH, ANNA M. SEAL,
ALBERT E. SMITH, and BARTON J.
WINOKUR,

Defendants.

Case No.: 2:17-cv-03839-MAK

**STIPULATION AND [PROPOSED] ORDER CONSOLIDATING ACTIONS AND
APPOINTING INTERIM CO-LEAD COUNSEL**

WHEREAS, on August 17, 2017, plaintiff Louis Scarantino filed a Complaint for Violation of the Securities Exchange Act of 1934 alleging defendants violated Sections 14(e), 14(d), and 20(a) of the Securities Exchange Act of 1934 in Case No. 2:17-cv-03700-MAK (the “Scarantino Action”);

WHEREAS, on August 24, 2017, plaintiff Robert J. Jurmu filed a Class Action Complaint alleging defendants violated Sections 14(e), 14(d), and 20(a) of the Securities Exchange Act of 1934 in Case No. 2:17-cv-03787-MAK (the “Jurmu Action”);

WHEREAS, on August 25, 2017, plaintiff Peter Carter filed a Class Action Complaint alleging defendants violated Sections 14(e), 14(d), and 20(a) of the Securities Exchange Act of 1934 in Case No. 2:17-cv-03839-MAK (the “Carter Action”);

WHEREAS, the Scarantino Action, the Jurmu Action, and the Carter Action (together, “the Actions”) arise out of the same set of alleged facts involving the tender offer by Nova Merger Sub, Inc., a direct wholly owned subsidiary of Nova Intermediate Parent, LLC, to purchase all of the outstanding shares of CDI Corp. (“CDI”) for \$8.25 per share, and assert the same causes of action against the same or substantially the same defendants;

WHEREAS, on August 29, 2017, plaintiff Carter filed a Motion for Preliminary Injunction (“Preliminary Injunction Motion”), which indicated that plaintiffs Scarantino and Jurmu joined in the relief sought;

WHEREAS, the parties to the Actions believe that the Actions should be consolidated pursuant to Fed. R. Civ. P. 42(a) in order to increase judicial efficiency and reduce excess costs to all parties and the Court; and

WHEREAS, Plaintiffs agree that the complaint filed in the Carter Action should be designated as the operative complaint and agree that defendants will not need to respond to the complaints in the Scarantino Action and the Jurmu Action;

NOW, THEREFORE, the parties hereby stipulate and agree, by and through their undersigned counsel, that:

CONSOLIDATION

1. Pursuant to Fed. R. Civ. P. 42(a), the Actions are hereby related and consolidated into a consolidated action (the “Consolidated Action”) for all purposes including pre-trial proceedings and trial.

2. With respect to any action that relates to the same or similar subject matter, arises out of the same or similar transactions or events, and/or raises the same or similar claims as the Consolidated Action or any of the actions subsumed therein (a “Related Action”), which is subsequently filed in, removed to, or transferred to this Court, the Clerk of Court shall:

- a. file a copy of this Order in the separate file for such Related Action;
- b. mail a copy of this Order to the attorneys for the plaintiff(s) and any new defendant(s) in such Related Action; and
- c. make appropriate entry in the Master Docket.

3. This Order shall apply to the Actions and to each and every Related Action that is subsequently filed in, removed to, or transferred to this Court. Each such Related Action shall be consolidated with the Consolidated Action, and this Order shall apply thereto, unless a party with good cause objects to consolidation as provided herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by

filing an application for relief in the Consolidated Action, and this Court deems it appropriate to grant such application for good cause shown.

4. All documents previously filed to date in any of the cases consolidated herein are deemed a part of the record in the Consolidated Action.

5. Plaintiffs hereby designate the Class Action Complaint filed in the Carter Action as the operative complaint (the “Operative Complaint”) in the Consolidated Action. Defendants shall have an extension of time until October 13, 2017 to answer, move, or otherwise respond to the Operative Complaint. Defendants need not respond to the complaints filed in the Scarantino Action or the Jurmu Action.

6. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE CDI CORP. SHAREHOLDER LITIGATION	§ § § § § §	Lead Case No. 2:17-cv-03700-MAK MASTER FILE
THIS DOCUMENT RELATES TO: ALL ACTIONS	§ §	

7. All papers filed by the parties and all Orders of this Court shall be entered into the docket of the Lead Case No. 2:17-cv-03700-MAK (“Master Docket”). A copy of this Order shall be placed in all dockets in the Actions. After the filing of this Order, the Clerk of the Court is directed to close each of those dockets, other than the Master Docket.

**APPOINTMENT OF INTERIM LEAD PLAINTIFFS
AND INTERIM CO- LEAD COUNSEL**

8. Plaintiffs Louis Scarantino, Robert J. Jurmu, and Peter Carter are appointed Interim Co-Lead Plaintiffs for the putative Class (“Interim Lead Plaintiffs”) in the Consolidated Action.

9. Interim Lead Plaintiffs’ selection of Counsel is approved. Pursuant to Fed. R. Civ. P. 23(g)(3), the law firms of Rigrodsky & Long, P.A., Levi & Korsinsky, LLP, and Faruqi & Faruqi, LLP are appointed Interim Co-Lead Counsel in the Consolidated Action (“Interim Lead Counsel”).

10. Defendants take no position with regard to the appointment of Interim Lead Plaintiffs and Interim Lead Counsel.

11. Interim Lead Counsel is vested by the Court with the following responsibilities and duties:

- a. To coordinate the preparation and filing of subsequent pleadings;
- b. To coordinate the briefing and argument of motions;
- c. To coordinate the initiation and conduct of discovery proceedings including, but not limited to, the preparation of joint written interrogatories and Requests for the Production of Documents;
- d. To coordinate the examination of witnesses by interrogatories and oral depositions and otherwise;
- e. To coordinate the selection of counsel to act as a spokesperson at pretrial conferences;
- f. To initiate and conduct all settlement negotiations with counsel for the defendants; and

- g. To perform such other duties as may be expressly authorized by further order of the Court.

12. Interim Lead Counsel shall have the authority to speak for the Plaintiffs in matters regarding pretrial procedure and settlement negotiations. Defendants' counsel may rely upon all agreements made with Interim Lead Counsel or other duly authorized representative(s) of Interim Lead Plaintiffs, and such agreements shall be binding on Interim Lead Plaintiffs.

13. No motion, request for discovery, or other pretrial proceeding on behalf of Interim Lead Plaintiffs shall be initiated or served by anyone except through Interim Lead Counsel.

14. Counsel for all parties shall call to the attention of the Clerk of the Court the filing or transfer of any potentially Related Action which might properly be consolidated as part of the Consolidated Action, and counsel shall assist in assuring that counsel in such subsequent actions receive notice of this Order.

15. The terms of this Order shall not have the effect of making any person, firm or entity a party to any action in which he, she or it has not been named, served or added as such in accordance with the Federal Rules of Civil Procedure. The terms of this Order shall not constitute a waiver by any party of claims or defenses to any action.

MOTION FOR PRELIMINARY INJUNCTION

16. Pursuant to the Court's Order dated September 1, 2017, defendants shall respond to the Preliminary Injunction Motion no later than September 6, 2017. The Court will hold a hearing on the Preliminary Injunction Motion on September 8, 2017 at 9:00 a.m.

17. Plaintiffs agree that they will not oppose any request for Nova Merger Sub, Inc. and/or Nova Intermediate Parent, LLC to appear and file opposition papers or other pleadings in the Consolidated Action.

Dated: September 1, 2017

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Dated: September 1, 2017

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Attorneys for Plaintiff Robert J. Jurmu

Dated: September 1, 2017

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J. Winokur*

SO ORDERED this ____ day of _____, 2017.

Honorable Judge Mark A. Kearney
United States District Judge